

DRAFT

July 20, 1988

Secretary of State
State House
CN-350
Trenton, New Jersey 08650

RE: CERTIFICATE OF INCORPORATION
NEWARK COMMUNITY PROJECT FOR PEOPLE WITH AIDS, INC.

Dear Sir or Madam:

Enclosed for filing are an original and two (2) copies of the Certificate of Incorporation of Newark Community Project for People with Aids, Inc. Please file the enclosed certificate and return an extra copy marked "Filed" in the enclosed self-addressed stamped envelope. Enclosed is our check for \$10.00 in payment of your fees.

Very truly yours,

GEORGE T. HANLEY

GTH:wj
Enclosures
FN
(GTH9/15)

CERTIFICATE OF INCORPORATION

OF

NEWARK COMMUNITY PROJECT FOR PEOPLE WITH AIDS, INC.

THIS IS TO CERTIFY that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of the New Jersey Nonprofit Corporation Act, Title 15A of the Revised Statutes (Chapter 127 of the Laws of New Jersey of 1983), ("Title 15A").

FIRST. The name of this corporation is "Newark Community Project for People with Aids, Inc."

SECOND. The purposes for which this corporation is formed are: To create, manage and operate an organization which will devote itself to the establishment of priorities and promotion of understanding, education, prevention, cure and all other relevant endeavors relating to the disease known as "Acquired Immune Deficiency Syndrome ("AIDS") including but not limited to promoting, organizing and fund raising, research, writing, discussion and public dissemination of information and the financing of such activities and promotion and encouragement of a philosophy of education, training and understanding of "AIDS" as a disease and as a society-wide problem and to thereby promote the intellectual, emotional and physical well-being of all members of the community and to engage in and support all other purposes and activities permitted by Title 15A.

THIRD. The location of the principal office of this corporation is at Suite 100, Gateway 1, Newark, New Jersey 07102 and the name of the agent therein and in charge thereof, upon whom process against the corporation may be served is George T. Hanley.

FOURTH. The number of trustees of this corporation is no greater than five (5) and they shall serve no less than a one-year term and until replaced by majority vote of the membership in accordance with the bylaws; and the corporation shall have members in accordance with qualifications and whose rights and limitations and classes, if differentiated, shall be set forth in its bylaws.

FIFTH. The names of the trustees selected for the first year of existence of this corporation and who are also the incorporators of this corporation are:

NAME

ADDRESS

Mr. Richard Powell

177 Tuxedo Parkway, Newark, N.J. 07106

Mr. Curtis Ducksworth

61A James Street, Newark, N.J. 07102

Mr. Derek Winans	9 Manchester Place, Newark, N.J. 07104
Ms. Wanda Vanoy	10 Hill St., Apt. 3A, Newark, N.J. 07102
Mr. Alfonso Jordan	9 Manchester Place, Newark, N.J. 07104

SIXTH. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

IN WITNESS WHEREOF, each of us being of sound mind and over
eighteen years of age, have hereunto set our hands and seals this
____ day of _____, 1988.

MR. RICHARD POWELL

MR. DEREK WINANS

MR. CURTIS DUCKSWORTH

MS. WANDA VANOV

MR. ALFONSO JORDAN

(GTH9/15)